



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102

0106393001

RECORDATION NO. 10040-D
FILED 1425

(817) 333-3187
Docket No. F76823

OCT 6 1994 4:05 PM

VIA UPS

INTERSTATE COMMERCE COMMISSION

October 5, 1994

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

RECEIVED
OFFICE OF THE
SECRETARY
OCT 6 12 01 PM '94
LICENSING BRANCH

Re: Document for Recordation: Bill of Sale and Release of
Security Interest to St. Louis-San Francisco Railway
Company (now Burlington Northern Railroad Company)
Construction and Conditional Sale Agreement Dated as of
December 1, 1978

Dear Ms. Lee:

I am enclosing 2 counterparts of the document described below to
be recorded pursuant to Section 11303, Title 49 of the United
States Code.

The document to be recorded, a secondary document, is a Bill of
Sale and Release of Security Interest, dated September 26, 1994,
by which all right, title and interest in and to the existing
equipment covered by the Construction and Conditional Sale
Agreement Dated as of December 1, 1978 is conveyed to Burlington
Northern Railroad Company from The Boatmen's National Bank of St.
Louis.

The Construction and Conditional Sale Agreement Dated as of
December 1, 1978, the primary document to which the Bill of Sale
and Release of Security Interest is connected, was recorded with
the Interstate Commerce Commission on January 24, 1979 and
assigned Recordation No. 10040.

Ms. Mildred Lee, Recordations
October 5, 1994
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The names and addresses of the parties to the transaction are:

Trustee: The Boatmen's National Bank of St. Louis
510 Locust Street
P.O. Box 14768
St. Louis, Missouri 63178

Owner: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

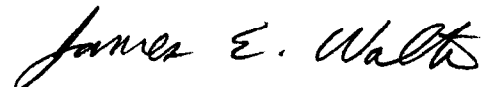
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibit "A" of said document.

A check in the amount of \$18.00 is enclosed to cover the fee for recording the Bill of Sale and Release of Security Interest. Please file-stamp and return all counterparts not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale and Release of Security Interest, dated September 26, 1994, to Construction and Conditional Sale Agreement Dated as of December 1, 1978 (ICC Recordation No. 10040, January 24, 1979) conveying the equipment described on Exhibit "A" of said document.

Very truly yours,



James E. Walton
Legal Assistant

Enclosures

10040-D
OCT 6 12 05 PM
Executed in 7 Counterparts
of which this is No. 2

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, St. Louis-San Francisco Railway Company now by merger Burlington Northern Railroad Company (the "Railroad"), and The Boatmen's National Bank of St. Louis (the "Bank") have entered into a Construction and Conditional Sale Agreement dated as of December 1, 1978 ("Agreement No. 101") covering the railroad equipment described in Exhibit "A" hereto (the "No. 101 Equipment");

WHEREAS, Agreement No. 101 was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on January 24, 1979, and assigned Recordation No. 10040;

WHEREAS, from time to time, notice was given that the road numbers of the No. 101 Equipment had been changed in Statements of New Road Numbers, the last of which was filed with the Interstate Commerce Commission on June 23, 1993, and assigned Recordation No. 10040-C;

WHEREAS, the Bank has been paid the full indebtedness in respect of the purchase price of the No. 101 Equipment, together with interest and all other payments as provided in Agreement No. 101, and the Railroad has performed all obligations therein contained.

NOW THEREFORE, the Bank does hereby (a) acknowledge that Agreement No. 101 has been satisfied in full; (b) sell, assign, convey and transfer to the Railroad all its right, security title

and interest in the No. 101 Equipment; and (c) release any security interest it may have had in the No. 101 Equipment, to the effect that such No. 101 Equipment shall be transferred to the Railroad free and clear of all liens, charges, liabilities, claims, security interests and encumbrances, of any person whatsoever, created or retained by Agreement No. 101.

This Bill of Sale and Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS HEREOF, the Bank has caused its corporate name to be hereunto subscribed and its corporate seal to be duly affixed and attested by its officers thereunto duly authorized this 26th day of September, 1994.

The Boatmen's National Bank of St. Louis

By: RC

ATTEST:

Int

STATE OF Missouri
COUNTY OF St. Louis, ss:

On this 26th day of September, 1994, before me personally appeared R. CLASQUIN, to me personally known, who being by me duly sworn, says that (s)he is the Trust Officer of The Boatmen's National Bank of St. Louis, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

JOY MARIE LINCOLN
NOTARY PUBLIC—STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES OCT. 16, 1994

Joy Marie Lincoln
Notary Public

My commission expires:

Oct. 16, 1994

CABOOSE (1 TOTAL):

Previous SLSF Number

1727

Current BN Number

12506

OPEN TOP HOPPER CARS, 100-TON CAPACITY (164 TOTAL):

Previous SLSF Number

89000 - 89012
89014 - 89039
89041 - 89048
89050 - 89074
89076 - 89098
89100 - 89103
89105 - 89106
89109 - 89142
89144 - 89159
89162 - 89164
89166 - 89167
89169 - 89172
89174 - 89175
89177
89179

Current BN Number

541900 - 541912
541914 - 541939
541941 - 541948
541950 - 541974
541976 - 541998
542000 - 542003
542005 - 542006
542009 - 542042
542044 - 542059
542062 - 542064
542066 - 542067
542069 - 542072
542074 - 542075
542077
542079